

DECLARATION AND POWER OF ATTORNEY

As a below named inventor, I hereby declare that:

My residence, post office address and citizenship are as stated below next to my name.

I believe I am the original, first and sole inventor (if only one name is listed below) or an original, first and joint inventor (if plural names are listed below) of the subject matter which is claimed and for which a patent is sought on the invention entitled:
"Mesenchymal Stem Cells For Prevention And Treatment Of Immune Responses In Transplantation"

the specification of which [] is attached hereto or [x] was filed on October 26, 1999 as Application Serial No. 09/427,333 and was amended on _____ (if applicable).

I hereby state that I have reviewed and understand the contents of the above-identified specification, including the claims, as amended by any amendment referred to above.

I acknowledge the duty to disclose information which is material to the patentability of this application in accordance with Title 37, Code of Federal Regulations, Section 1.56(a).

I hereby claim foreign priority benefits under Title 35, United States Code, Section 119 of any foreign application(s) for patent or inventor's certificate listed below and have also identified below any foreign application for patent or inventor's certificate having a filing date before that of the application on which priority is claimed. Prior Foreign Application(s):

Priority Claimed	
Yes	No
<input type="checkbox"/>	<input type="checkbox"/>

(Number)	(Country)	(Day/Month/Year Filed)
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I hereby claim the benefit under Title 35, United States Code, Section(s) 119 and/or 120 of any United States application(s) listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States application in the manner provided by the first paragraph of Title 35, United States Code, Section 112, I acknowledge the duty to disclose material information as defined in Title 37, Code of Federal Regulations, Section 1.56(a) which occurred between the filing date of the prior application and the national or PCT international filing date of this application:

<u>09/267,536</u> (Application Serial No.)	<u>March 12, 1999</u> (Filing Date)	<u>Pending</u> (Status - pending provisional, patented, pending, abandoned)
<u>60/089,964</u> (Application Serial No.)	<u>June 19, 1998</u> (Filing Date)	<u>Abandoned</u> (Status - pending provisional, patented, pending, abandoned)
<u>60/078,463</u> (Application Serial No.)	<u>March 18, 1998</u> (Filing Date)	<u>Abandoned</u> (Status - pending provisional, patented, pending, abandoned)

I hereby appoint the following attorney(s) and/or agent(s) to prosecute this application and to transact all business in the Patent and Trademark Office connected therewith: John N. Bain (Reg. No. 18,651); John G. Gilfillan, III (Reg. No. 22,746); Elliot M. Olstein (Reg. No. 24,025); Raymond J. Lillie (Reg. No. 31,778); William Squire (Reg. No. 25,378); and Alan J. Grant (Reg. No. 33,389). Address correspondence and telephone calls to Raymond J. Lillie c/o Carella, Byrne, Bain, Gilfillan, Cecchi, Stewart & Olstein, 6 Becker Farm Road, Roseland, NJ 07068 - (973) 994-1700.

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of sole or first inventor: Kevin R. McIntosh
 Inventor's signature: Kevin R. McIntosh Date: 4/6/00
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 Post Office Address: same

Full name of second joint inventor: Joseph D. Mosca
 Inventor's signature: Joseph D. Mosca Date: 3/28/00
 Residence: 4201 Blue Barrow Ride, Ellicott City, Maryland 21042 Citizenship: U.S.A.
 Post Office Address: same

Post Office Address: same

Date: 04/12/2000

Citizenship: Russia

Docket No. 640100-338

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